

**IXUNITED STATES DISTRICT COURT
FOR THE DISTRICT OF PUERTO RICO**

In re

**THE COMMONWEALTH OF PUERTO
RICO *et al.*,**

Debtors.¹

)
) **PROMESA Title III**
)

) **No. 17 BK 3283-LTS**
) **(Jointly Administered)**
)

) **Re: Dkt. Nos. 8004, 8177**
)
)

**FEE EXAMINER'S SECOND SUPPLEMENTAL REPORT ON UNCONTESTED SIXTH
INTERIM FEE APPLICATIONS RECOMMENDED FOR COURT APPROVAL**

TO: HON. LAURA TAYLOR SWAIN,
UNITED STATES DISTRICT JUDGE

With this supplemental report, the Fee Examiner recommends two previously deferred and still uncontested interim fee applications for the Court's approval, with adjustments, through the entry of the attached proposed order without further notice or a hearing.

SUPPLEMENTAL REPORT

On October 23, 2019, the Fee Examiner filed the *Fee Examiner's Report on Uncontested Professional Fee Matters for Consideration in Connection with the October 30, 2019 Omnibus Hearing* [Dkt. No. 8934] (the "**Sixth Interim Fee Period Report**"). The Sixth Interim Fee Period Report recommended the approval of a group of previously deferred uncontested interim

¹ The Debtors in these Title III Cases, along with each Debtor's respective Title III case number and the last four (4) digits of each Debtor's federal tax identification number, as applicable, are the: (i) Commonwealth of Puerto Rico (Bankruptcy Case No. 17 BK 3283-LTS) (Last Four Digits of Federal Tax ID: 3481); (ii) Puerto Rico Sales Tax Financing Corporation ("COFINA") (Bankruptcy Case No. 17 BK 3284-LTS) (Last Four Digits of Federal Tax ID: 8474); (iii) Puerto Rico Highways and Transportation Authority ("HTA") (Bankruptcy Case No. 17 BK 3567-LTS) (Last Four Digits of Federal Tax ID: 3808); (iv) Employees Retirement System of the Government of the Commonwealth of Puerto Rico ("ERS") (Bankruptcy Case No. 17 BK 3566-LTS) (Last Four Digits of Federal Tax ID: 9686); and, (v) Puerto Rico Electric Power Authority ("PREPA") (Bankruptcy Case No. 17 BK 4780-LTS) (Last Four Digits of Federal Tax ID: 3747) Puerto Rico Public Buildings Authority ("PBA") (Bankruptcy Case No. 19-BK-5523-LTS) (Last Four Digits of Federal Tax ID: 3801) (Title III case numbers are listed as Bankruptcy Case numbers due to software limitations).

fee applications for the Fifth Interim Fee Period (October 1, 2018-January 31, 2019) and an initial group of uncontested interim fee applications for the Sixth Interim Fee Period (February 1, 2019-May 31, 2019). Additionally, the Sixth Interim Fee Period Report recommended the approval—on a final basis—of an initial group of fee applications covering the entire COFINA Final Fee Period (May 5, 2017 through February 12, 2019) (“**Final COFINA Applications**”). It also notified the Court, the parties and the public of the consensual deferral of a group of applications for later consideration (the “**Deferred Fee Applications**”).

On October 29, 2019, the Court entered the *Omnibus Order Awarding Interim Allowance of Compensation for Professional Services Rendered and Reimbursement of Expenses for the Sixth Compensation Period From February 1, 2019 Through May 31, 2019* [Dkt. No. 9046] (the “**Sixth Interim Compensation Order**”) allowing, with adjustments, 25 interim fee applications.

Also on October 29, 2019, the Court entered the *Omnibus Order Awarding Final Allowance of Compensation for Professional Services Rendered and Reimbursement of Expenses for COFINA Final Fee Period* [Dkt. No. 9047] (the “**Final COFINA Compensation Order**”) allowing, with adjustments, five Final COFINA Applications.

On December 4, 2019, the Fee Examiner filed the *Fee Examiner’s Supplemental Report on Uncontested Interim and Final Fee Applications Recommended for Court Approval* [Dkt. No. 9428] (the “**Supplemental Sixth Interim Fee Period Report**”). The Supplemental Sixth Interim Fee Period Report recommended the approval of 11 previously deferred uncontested interim fee applications for the Fifth and Sixth Interim Fee Periods and one previously deferred uncontested Final COFINA Application. It also notified the Court, the parties and the public of the continued consensual deferral of some of the Deferred Interim Fee Applications as discussions between the Fee Examiner and professionals continued.

On December 6, 2019, the Fee Examiner filed the *Informative Motion of the Fee Examiner Pursuant to Order Regarding Procedures for Attendance, Participation, and Observation of December 11-12, 2019 Omnibus Hearing* [Dkt. No. 9454] (the “**Informative Motion**”) in which the Fee Examiner reported productive discussions with respect to a number of deferred fee applications for the Fifth and Sixth Interim Fee Periods. The Informative Motion noted the Fee Examiner’s intent to submit a supplemental report, Certificate of No Objection, and proposed order for the Court’s approval of several Deferred Interim Fee Applications, with adjustments, before year-end.

Also on December 6, 2019, the Court entered the *Supplemental Omnibus Order Awarding Interim Allowance of Compensation for Professional Services Rendered and Reimbursement of Expenses for the Fifth and Sixth Compensation Periods* [Dkt. No. 9488] (the “**Supplemental Sixth Interim Compensation Order**”) allowing, with adjustments, 11 additional interim fee applications. On that same date the Court also entered the *Supplemental Omnibus Order Awarding Final Allowance of Compensation for Professional Services Rendered and Reimbursement of Expenses for COFINA Final Fee Period* [Dkt. No. 9492] (the “**Supplemental Final COFINA Compensation Order**”) allowing, with adjustments, one additional Final COFINA Application.

The Fee Examiner has completed negotiations with the applicants for consensual adjustments to the additional applications identified herein. The Fee Examiner now recommends for approval on an uncontested basis, two additional interim fee applications as outlined on **Exhibit A**—both without objection. The Deferred Fee Applications listed on **Exhibit B** and **Exhibit C** remain the subject of discussions. Those applications will, with the continued consent

of the applicants and with the Court's permission, be deferred to the January 29, 2020 omnibus hearing or a later date.

RECOMMENDATIONS

Pursuant to the Interim Compensation Order, the Court may grant an Interim Fee Application without a hearing if the Fee Examiner recommends approval of the Interim Fee Application(s) in full or in part, and there are no objections from a party in interest. *Interim Compensation Order* at ¶ 2(j). There have been no objections filed to these applications, and the Fee Examiner has not yet found it necessary to file an objection.

Attached to this Supplemental Report as **Exhibit D** is a proposed *Second Supplemental Omnibus Order Awarding Interim Allowance of Compensation for Professional Services Rendered and Reimbursement of Expenses for the Sixth Interim Compensation Period From February 1, 2019 Through May 31, 2019* (the “**Proposed Second Supplemental Sixth Interim Compensation Order**”), which embodies the consensual reductions recommended in this report. The Proposed Second Supplemental Sixth Interim Compensation Order in MS Word format will be submitted to chambers upon the filing of this Supplemental Report.

In light of this report and the absence of objection, the Fee Examiner asks that the Court enter the Proposed Second Supplemental Sixth Interim Compensation Order at its earliest convenience.

Dated: December 20, 2019.

WE HEREBY CERTIFY that on this date, we electronically filed the foregoing motion with the Clerk of the Court using the CM/ECF system that will send notification of such filing to all attorneys of record registered in the use of the CM/ECF system.

EDGE LEGAL STRATEGIES, PSC

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Fee Examiner

Katherine Stadler (*Pro Hac Vice*)
Counsel for the Fee Examiner

21626336.3

In re: The Financial Oversight and Management Board for Puerto Rico, as a representative of
The Commonwealth of Puerto Rico, et al.
PROMESA Title III No. 17 BK 3283-LTS

Sixth Fee Period Applications Recommended for Approval:

Applicant	Compensation Period	Interim Fees Requested	Fee Examiner's Recommended Fee Adjustments	Interim Expenses Requested	Fee Examiner's Recommended Expense Adjustments	Interim Fees Recommended for Approval		Interim Expenses Recommended for Approval
<i>Sixth Interim Fee Period (February 1 - May 31, 2019)</i>								
1	<i>Economic Consultant to Proskauer Rose as legal counsel to FOMB</i>							
	Brattle Group, Inc., The [Dkt. No. 8177]	3/25 - 5/31/2019	\$ 682,490.92	\$ 4,518.52	\$ 1,625.67	\$ -	\$ 677,972.40	\$ 1,625.67
2	<i>Counsel to the Official Committee of Unsecured Creditors</i>							
	Paul Hastings LLP [Dkt. No. 8004]	2/1 - 5/31/2019	\$ 8,183,931.00	\$ 341,806.88	\$ 182,540.62	\$ 227.93	\$ 7,842,124.12	FN1 \$ 182,312.69

FN1 - The Fee Examiner recommends that, for the sixth interim fee period, and only this period, the stipulated fee reductions identified on this Exhibit, other than \$145,627.04, on account of certain negotiated reductions, be included within the overall 20 percent reduction, as agreed by Paul Hastings LLP, in total fees sought by Paul Hastings LLP as part of its final fee application, which fee application is subject to Court approval. To the extent not already paid pursuant to the Interim Compensation Order, the Debtors are authorized and directed to pay Paul Hastings LLP 80 percent of the fees in the amount of \$8,038,303.96 (i.e., \$8,183,931.00 minus the aforementioned credit of \$145,627.04) for services rendered during the Compensation Period.

In re: The Financial Oversight and Management Board for Puerto Rico, as a representative of
The Commonwealth of Puerto Rico, et al.
PROMESA Title III No. 17 BK 3283-LTS

Third - Sixth Fee Period Applications Recommended for Deferral:

Applicant	Compensation Period	Interim Fees Requested	Fee Examiner's Recommended Fee Adjustments	Interim Expenses Requested	Fee Examiner's Recommended Expense Adjustments	Interim Fees Recommended for Approval	Interim Expenses Recommended for Approval
Third Interim Fee Period (February 1 - May 31, 2018)							
<i>Investment Banker and Financial Advisor to FOMB</i>							
1 Citigroup Global Markets Inc. [Dkt. No. 4020]	2/01 - 5/31/2018	\$ 1,803,571.43		\$ 40,912.98			
Fourth Interim Fee Period (June 1 - September 30, 2018)							
<i>Financial Advisors to Commonwealth</i>							
2 Ankura Consulting Group, LLC [Dkt. No. 4358]	6/01 - 9/30/2018	\$ 2,373,633.63		\$ 199,003.27			
<i>Financial Advisors to PREPA</i>							
3 Ankura Consulting Group, LLC [Dkt. No. 1048 (17-04780)]	6/01 - 9/30/2018	\$ 2,779,593.00		\$ 216,596.27			
<i>Investment Banker and Financial Advisor to FOMB</i>							
4 Citigroup Global Markets Inc. [Dkt. No. 4897]	6/01 - 9/30/2018	\$ 1,975,000.00		\$ 20,450.63			
<i>Debtors' Consultant</i>							
5 Deloitte Consulting LLP [Dkt. No. 9274]	8/01 - 9/30/2018	\$ 653,692.09		\$ -			
<i>Debtors' Financial Advisor</i>							
6 Deloitte Financial Advisory Services LLP [Dkt. No. 8520]	6/01 - 9/30/2018	\$ 3,021,163.10		\$ 116,696.34			
<i>Financial Advisor and Investment Banker to AAFAF</i>							
7 Rothschild & Co US Inc. [Dkt. No. 8512] - THIRD IFA	10/01/2018 - 2/28/2019	\$ 2,540,000.00		\$ -			
Fifth Interim Fee Period (October 1, 2018 - January 31, 2019)							
<i>Financial Advisors to Commonwealth</i>							
8 Ankura Consulting Group, LLC [Dkt. No. 8454]	10/1/2018 - 1/31/2019	\$ 3,223,148.50		\$ 181,809.03			
<i>Financial Advisors to PREPA</i>							
9 Ankura Consulting Group, LLC [Dkt. No. 1137 (17-04780)]	10/1/2018 - 1/31/2019	\$ 3,080,936.50		\$ 228,902.66			
<i>Puerto Rico Counsel for PREPA</i>							
10 Cancio Nadal Rivera & Diaz P.S.C. [Dkt. No. 5810 and 17-04780 Dkt. No. 1133]	10/1/2018 - 1/31/2019	\$ 541,280.00		\$ 756.22			
<i>Debtors' Consultant</i>							
11 Deloitte Consulting LLP [Dkt. No. 9275]	10/01/2018 - 1/31/2019	\$ 1,757,608.44		\$ 304,050.65			
<i>Independent Forensic Analysis Team to FOMB</i>							
12 Duff & Phelps LLC [Dkt. No. 5800; amended Dkt. No. 8450]	11/1/2018 - 1/31/2019	\$ 1,914,104.50		\$ 71,798.08			
<i>Counsel for PREPA</i>							
13 Greenberg Traurig [Dkt. No. 5716 and 17-04780 Dkt. No. 1129]	10/1/2018 - 1/31/2019	\$ 1,040,868.60		\$ 18,115.44			
<i>Counsel to AAFAF - PREPA</i>							
14-a O'Melveny & Myers [Dkt. No. 6042 and 1147 (17-04780)]	10/1/2018 - 1/31/2019	\$ 4,076,587.31		\$ 57,507.47			
<i>Counsel to AAFAF - COFINA</i>							
14-b O'Melveny & Myers [Dkt. No. 6043]	10/1/2018 - 1/31/2019	\$ 1,412,850.36		\$ 16,394.02			
<i>Counsel for AAFAF - ERS</i>							
14-c O'Melveny & Myers [Dkt. No. 6044]	10/1/2018 - 1/31/2019	\$ 188,464.21		\$ 10,558.23			
<i>Counsel to AAFAF - HTA</i>							
14-d O'Melveny & Myers [Dkt. No. 6045]	10/1/2018 - 1/31/2019	\$ 180,162.60		\$ 6,214.30			

In re: The Financial Oversight and Management Board for Puerto Rico, as a representative of
The Commonwealth of Puerto Rico, et al.
PROMESA Title III No. 17 BK 3283-LTS

Third - Sixth Fee Period Applications Recommended for Deferral:

	Applicant	Compensation Period	Interim Fees Requested	Fee Examiner's Recommended Fee Adjustments	Interim Expenses Requested	Fee Examiner's Recommended Expense Adjustments	Interim Fees Recommended for Approval	Interim Expenses Recommended for Approval
	<i>Counsel to AAFAF - Commonwealth</i>							
14-e	O'Melveny & Myers [Dkt. No. 6047]	10/1/2018 - 1/31/2019	\$ 4,402,648.26		\$ 136,119.82			
	Sixth Interim Fee Period (February 1 - May 31, 2019)							
	<i>Financial Advisors to PREPA</i>							
15	Ankura Consulting Group, LLC [17-4780 Dkt. No. 1604]	2/1 - 5/31/2019	\$ 2,890,183.50		\$ 276,996.38			
	<i>Independent Forensic Analysis Team to FOMB</i>							
16	Duff & Phelps LLC [Dkt. No. 7997]	2/1 - 5/31/2019	\$ 350,401.50		\$ 8,574.81			
	<i>Financial Advisor to FOMB</i>							
17	Ernst & Young LLP [Dkt. No. 8786]	2/1 - 5/31/2019	\$ 4,505,960.45		\$ 196,914.62			
	<i>Puerto Rico Counsel to AAFAF</i>							
18	Marini Pietrantonio Muniz LLC [Dkt. No. 8006]	2/1 - 5/31/2019	\$ 195,857.30		\$ 4,793.02			
	<i>Special Counsel to FOMB - PREPA</i>							
19	Nixon Peabody LLP [Dkt. No. 9538]	2/1 - 5/31/2019	\$ 371,931.00		\$ -			
	<i>Counsel to AAFAF - Commonwealth</i>							
20-a	O'Melveny & Myers [Dkt. No. 8180]	2/1 - 5/31/2019	\$ 2,873,762.15		\$ 244,200.68			
	<i>Counsel to AAFAF - HTA</i>							
20-b	O'Melveny & Myers [17-03567 Dkt. No. 615]	2/1 - 5/31/2019	\$ 85,817.14		\$ 1,037.31			
	<i>Counsel for AAFAF - ERS</i>							
20-c	O'Melveny & Myers [17-03566 Dkt. No. 658]	2/1 - 5/31/2019	\$ 2,292,671.25		\$ 64,457.00			
	<i>Counsel to AAFAF - PREPA</i>							
20-d	O'Melveny & Myers [17-04780 Dkt. No. 1489]	2/1 - 5/31/2019	\$ 4,809,921.59		\$ 129,968.65			
	<i>Puerto Rico Counsel to FOMB</i>							
21	O'Neill & Borges LLC [Dkt. No. 8539]	2/1 - 5/31/2019	\$ 310,485.60		\$ 4,808.81			
	<i>Investment Banker and Financial Advisor to FOMB</i>							
22	PJT Partners LP [Dkt. No. 8014]	2/1 - 5/31/2019	\$ 5,000,000.00		\$ 333.16			
	<i>Counsel to Debtors' - Commonwealth</i>							
23-a	Proskauer Rose LLP [Dkt. No. 8734]	2/1 - 5/31/2019	\$ 7,846,461.30		\$ 255,078.07			
	<i>Counsel to Debtors' - ERS</i>							
23-b	Proskauer Rose LLP [Dkt. No. 8737]	2/1 - 5/31/2019	\$ 2,254,297.80		\$ 49,940.91			
	<i>Counsel to Debtors' - HTA</i>							
23-c	Proskauer Rose LLP [Dkt. No. 8739]	2/1 - 5/31/2019	\$ 342,267.00		\$ 4,108.10			
	<i>Counsel to Debtors' - PREPA</i>							
23-d	Proskauer Rose LLP [Dkt. No. 8743]	2/1 - 5/31/2019	\$ 5,257,162.20		\$ 163,334.07			
	<i>Macroeconomic Consultant to the FOMB</i>							
24	Wolfe, Andrew [Dkt. No. 9333]	2/1 - 5/31/2019	\$ 100,000.00		\$ 858.88			

In re: The Financial Oversight and Management Board for Puerto Rico, as a representative of
The Commonwealth of Puerto Rico, et al.
PROMESA Title III No. 17 BK 3283-LTS

FINAL Fee Applications Recommended for Deferral:

	Applicant	Compensation Period	Final Fees Requested	Fee Examiner's Recommended Fee Adjustments	Final Expenses Requested	Fee Examiner's Recommended Expense Adjustments	Final Fees Recommended for Approval	Final Expenses Recommended for Approval
	<i>Investment Banker and Financial Advisor FOMB - COFINA</i>							
1	Citigroup Global Markets Inc. [Dkt. No. 7341 and 17-03284 Dkt. No. 639]	5/5/2017 - 2/12/2019	\$ 5,873,156.76		\$ -			
	<i>Counsel to AAFAF</i>							
2	DLA Piper [Dkt. No. 7973]	6/1/2017 - 4/30/2019	\$ 3,144,379.59		\$ 40,693.07			
	<i>Counsel to AAFAF - COFINA</i>							
3	O'Melveny & Myers [17-03284 Dkt. No. 640]	5/5/2017 - 2/12/2019	\$ 8,674,704.03		\$ 78,506.01			
	<i>Puerto Rico Counsel to FOMB</i>							
4	O'Neill & Borges LLC [Dkt. No. 7717]	5/5/2017 - 2/12/2019	\$ 183,261.60		\$ 8,022.35			
	<i>Bankruptcy Counsel to Debtors - COFINA</i>							
5	Proskauer Rose LLP [Dkt. No.7428 and 17-03284 Dkt. No. 644]	5/5/2017 - 2/12/2019	\$ 7,761,268.26		\$ 175,857.99			
	<i>Financial Advisor and Investment Banker to AAFAF</i>							
6	Rothschild & Co US Inc. [Dkt. No. 8512]	4/1/2018 - 2/28/2019	\$ 7,617,096.77		\$ 36,050.83			

EXHIBIT D

**UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF PUERTO RICO**

In re

THE FINANCIAL OVERSIGHT AND MANAGEMENT BOARD FOR PUERTO RICO,

As a representative of

THE COMMONWEALTH OF PUERTO RICO
et al.,

Debtors.¹

PROMESA

Title III

No. 17 BK 3283-LTS

(Jointly Administered)

Re: ECF Dkt. Nos. 8004, 8177

Objections filed: none

**SECOND SUPPLEMENTAL OMNIBUS ORDER AWARDING INTERIM
ALLOWANCE OF COMPENSATION FOR PROFESSIONAL SERVICES RENDERED
AND REIMBURSEMENT OF EXPENSES FOR THE SIXTH INTERIM
COMPENSATION PERIOD FROM FEBRUARY 1, 2019 THROUGH MAY 31, 2019**

This matter coming before the Court on the interim fee applications (together 8004 and 8177 the (“**Applications**”)) indicated as “Recommended for Approval” on the attached **Exhibit A**, pursuant to sections 316 and 317 of the Puerto Rico Oversight, Management, and Economic Stability Act (“PROMESA”), Pub. L. No. 114-187, §§ 316, 317, 130 Stat., 549, 584-85 (2016), and Rule 2016 of the Local Rules of Bankruptcy Practice and Procedure of the U.S. Bankruptcy Court for the District of Puerto Rico, for the interim allowance of certain fees, including all holdbacks and expenses incurred by the Applicants for the specific period of time

¹ The Debtors in these Title III Cases, along with each Debtor's respective Title III case number and the last four (4) digits of each Debtor's federal tax identification number, as applicable, are the: (i) Commonwealth of Puerto Rico (Bankruptcy Case No. 17 BK 3283-LTS) (Last Four Digits of Federal Tax ID: 3481); (ii) Puerto Rico Sales Tax Financing Corporation ("COFINA") (Bankruptcy Case No. 17 BK 3284-LTS) (Last Four Digits of Federal Tax ID: 8474); (iii) Puerto Rico Highways and Transportation Authority ("HTA") (Bankruptcy Case No. 17 BK 3567-LTS) (Last Four Digits of Federal Tax ID: 3808); (iv) Employees Retirement System of the Government of the Commonwealth of Puerto Rico ("ERS") (Bankruptcy Case No. 17 BK 3566-LTS) (Last Four Digits of Federal Tax ID: 9686); and, (v) Puerto Rico Electric Power Authority ("PREPA") (Bankruptcy Case No. 17 BK 4780-LTS) (Last Four Digits of Federal Tax ID: 3747) Puerto Rico Public Buildings Authority ("PBA") (Bankruptcy Case No. 19-BK-5523-LTS) (Last Four Digits of Federal Tax ID: 3801) (Title III case numbers are listed as Bankruptcy Case numbers due to software limitations).

set forth in each of the Applications (the “**Compensation Periods**”); filed in accordance with the *Order Setting Procedures for Interim Compensation and Reimbursement of Expenses for Professionals* [Dkt. No. 1150] (the “**Interim Compensation Order**”); the *First Amended Order Setting Procedures for Interim Compensation and Reimbursement of Expenses of Professionals* [Dkt. No. 1715] (the “**First Amended Interim Compensation Order**”); the *Second Amended Order Setting Procedures for Interim Compensation and Reimbursement of Expenses of Professionals* [Dkt. No. 3269] (the “**Second Amended Interim Compensation Order**”); the *Order Pursuant to PROMESA Sections 316 and 317 and Bankruptcy Code Section 105(A) Appointing a Fee Examiner and Related Relief* [Dkt. No. 1416] (the “**Fee Examiner Order**”); and the *First Amended Order Pursuant to PROMESA Sections 316 and 317 and Bankruptcy Code Section 105(A) Appointing a Fee Examiner and Related Relief* [Dkt. No. 3324] (the “**First Amended Fee Examiner Order**”); and the Court having reviewed the Applications and/or the report filed by the Fee Examiner with respect to the Applications [*see* Dkt. No. ____]; and the Court finding that: (a) the Court has jurisdiction over this matter pursuant to PROMESA section 306(a); and (b) notice of the Applications and the hearing thereon being adequate under the circumstances; and (c) all parties with notice of the Applications having been afforded the opportunity to be heard on the Applications, and no objections having been filed; now therefore

IT IS HEREBY ORDERED THAT:

1. The Applications are GRANTED on an interim basis, to the extent set forth on the attached **Exhibit A**.
2. Each of the Applicants is allowed (a) interim compensation for services rendered during the Compensation Periods and (b) interim reimbursement for actual and necessary expenses incurred during the Compensation Periods, each in the respective and adjusted amounts

set forth on the attached **Exhibit A**, including, except as otherwise indicated, any and all holdbacks.

3. To the extent not already paid pursuant to the Interim Compensation Order, the Debtors are hereby authorized and directed to pay each of the Applicants 100 percent of the fees and 100 percent of the expenses listed on **Exhibit A** under the columns “Interim Fees Recommended for Approval” and “Interim Expenses Recommended for Approval,” respectively, for services rendered and expenses incurred during the Compensation Periods.

4. Pursuant to the Fee Examiner’s report, the interim fee applications listed on **Exhibit B** and the Final COFINA Applications listed on **Exhibit C** of the report, [Dkt. Nos. 615 [Case No. 17-3567], 640 [Case No. 17-3284], 658 [Case No. 17-3566], 1048 [Case No. 17-4780], 1137 [Case No. 17-4780], 1489 [Case No. 17-4780], 1604 [Case No. 17-4780], 4020, 4358, 4897, 5716 [Case No. 17-4780 Dkt. No. 1129], 5800 [Amended Dkt. No. 8450], 5810 [Case No. 17-4780 Dkt. No. 1133], 6042 [Case No. 17-4780 Dkt. No. 1147], 6043, 6044, 6045, 6047, 7341 [Case No. 17-3284 Dkt. No. 639], 7428 [Case No. 17-3284 Dkt. No. 644], 7717, 7973, 7997, 8006, 8014, 8180, 8454, 8512, 8520, 8539, 8734, 8737, 8739, 8743, 8786, 9274, 9275, 9333, 9538] remain adjourned for consideration at a later hearing date.

SO ORDERED.

Dated: December ____, 2019

LAURA TAYLOR SWAIN
United States District Judge

21627006.3

In re: The Financial Oversight and Management Board for Puerto Rico, as a representative of
The Commonwealth of Puerto Rico, et al.
PROMESA Title III No. 17 BK 3283-LTS

Sixth Fee Period Applications Recommended for Approval:

Applicant	Compensation Period	Interim Fees Requested	Fee Examiner's Recommended Fee Adjustments	Interim Expenses Requested	Fee Examiner's Recommended Expense Adjustments	Interim Fees Recommended for Approval		Interim Expenses Recommended for Approval
<i>Sixth Interim Fee Period (February 1 - May 31, 2019)</i>								
1	<i>Economic Consultant to Proskauer Rose as legal counsel to FOMB</i>							
	Brattle Group, Inc., The [Dkt. No. 8177]	3/25 - 5/31/2019	\$ 682,490.92	\$ 4,518.52	\$ 1,625.67	\$ -	\$ 677,972.40	\$ 1,625.67
2	<i>Counsel to the Official Committee of Unsecured Creditors</i>							
	Paul Hastings LLP [Dkt. No. 8004]	2/1 - 5/31/2019	\$ 8,183,931.00	\$ 341,806.88	\$ 182,540.62	\$ 227.93	\$ 7,842,124.12	FN1 \$ 182,312.69

FN1 - The Fee Examiner recommends that, for the sixth interim fee period, and only this period, the stipulated fee reductions identified on this Exhibit, other than \$145,627.04, on account of certain negotiated reductions, be included within the overall 20 percent reduction, as agreed by Paul Hastings LLP, in total fees sought by Paul Hastings LLP as part of its final fee application, which fee application is subject to Court approval. To the extent not already paid pursuant to the Interim Compensation Order, the Debtors are authorized and directed to pay Paul Hastings LLP 80 percent of the fees in the amount of \$8,038,303.96 (i.e., \$8,183,931.00 minus the aforementioned credit of \$145,627.04) for services rendered during the Compensation Period.